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16 **UNITED STATES DISTRICT COURT**  
17 **NORTHERN DISTRICT OF CALIFORNIA**  
18 **SAN FRANCISCO DIVISION**

19 B & R SUPERMARKET, INC., d/b/a  
20 MILAM'S MARKET; and GROVE  
LIQUORS LLC, Individually and on Behalf of  
21 All Others Similarly Situated,

22 Plaintiffs,

23 v.

24 VISA, INC.; VISA USA, INC.;  
25 MASTERCARD INTERNATIONAL  
INCORPORATED; AMERICAN EXPRESS  
26 COMPANY; DISCOVER FINANCIAL  
SERVICES; BANK OF AMERICA, N.A.;  
27 CAPITAL ONE FINANCIAL  
CORPORATION; CHASE BANK USA,  
28 NATIONAL ASSOCIATION; CITIBANK

Case No.: 16-CV-01150-WHA

**DECLARATION OF MICHELLE K.  
PARIKH IN SUPPORT OF DEFENDANTS  
MASTERCARD AND VISA'S  
ADMINISTRATIVE MOTION TO FILE  
DOCUMENTS UNDER SEAL**

Honorable William Alsup

(SOUTH DAKOTA), N.A.; CITIBANK, N.A.; PNC BANK, NATIONAL ASSOCIATION; U.S. BANK NATIONAL ASSOCIATION; WELLS FARGO BANK, N.A.; and EMVCo, LLC,

Defendants.

I, MICHELLE K. PARIKH, hereby declare as follows:

1. I am an attorney with the law firm of Paul, Weiss, Rifkind, Wharton & Garrison, LLP, and counsel for Defendant Mastercard International Incorporated (“Mastercard”) in the above-captioned action. I am a member in good standing of the bar of the District of Columbia Court of Appeals and the bar of the State of New York, Appellate Division, Third Judicial Department, and I am also admitted to practice before this Court *pro hac vice*. I make this declaration based upon my personal knowledge, except as to those matters that are stated on information and belief and, as to those matters, I have a good faith basis to believe them to be true. If called upon to testify as a witness, I could and would testify competently under oath to the matters set forth in this declaration.

2. This declaration is submitted in support of Defendants Mastercard and Visa Inc. and Visa U.S.A. Inc.’s Administrative Motion to File Documents Under Seal (“Motion to Seal”).

3. On April 3, 2015, the Court in the Eastern District of New York action *In re Payment Card Interchange Fee and Merchant Discount Antitrust Litigation*, Case No. 05-MD-1720 (the “MDL 1720 Action”), entered a Stipulated Protective Order in that case. A true and correct copy of that order is attached to this declaration as Exhibit A.

4. The Memorandum of Points and Authorities in Support of Defendants Mastercard and Visa’s Motion to Transfer to the Eastern District of New York or Stay This Action (“Motion to Transfer”) makes reference to two pleadings that contain information that has been designated “Confidential” or “Highly Confidential” in the MDL 1720 Action and information that is expected to be so designated later this month. Additionally, Exhibits 1-4 to the Declaration of Michelle K. Parikh in Support of the Motion to Transfer (the “Parikh Transfer Motion Declaration”) contain

1 references to those pleadings' information and data that have been designated "Confidential" or  
2 "Highly Confidential" in the MDL 1720 Action.

3         5.         Exhibit 3 to the Parikh Transfer Motion Declaration is a true and correct copy of  
4 The Equitable Relief Class Action Complaint in *In re Payment Card*, No. 05-MD-1720, ECF No.  
5 6858 (E.D.N.Y. Feb. 8, 2017). Pursuant to this Court's March 9, 2017 Order (Dkt. No. 423),  
6 Defendants are lodging this document with the Court in its entirety. Good cause exists to place  
7 Exhibit 3 under seal in this action because that document is currently under seal in the Eastern  
8 District of New York pursuant to that court's February 10, 2017 Minute Order Granting ECF No.  
9 6858 Motion for Leave to Electronically File Document under Seal, a true and correct copy of  
10 which is attached as Exhibit B to this declaration. A public, redacted version of Exhibit 3 has not  
11 yet been filed in the Eastern District of New York. I am informed and believe that Exhibit 3 may  
12 include the confidential information of multiple parties in the MDL 1720 Action. I am further  
13 informed and believe that the parties in the MDL 1720 Action are in the process of proposing  
14 redactions to portions of the amended Complaint that contain information that will be designated  
15 as "Confidential" or "Highly Confidential" pursuant to the relevant protective order in the MDL  
16 1720 Action (Exhibit A). Once that process is complete and a public, redacted version of the  
17 Complaint has been filed in the Eastern District of New York on or about March 31, 2017,  
18 Defendants will file that document in this action, as well.

19         4.         Exhibit 4 to the Parikh Transfer Motion Declaration is The Proposed Third  
20 Consolidated Amended Class Action Complaint for the damage relief class in *In re Payment Card*,  
21 No. 05-MD-1720 (E.D.N.Y. Feb. 8, 2017). Pursuant to this Court's March 9, 2017 Order (Dkt.  
22 No. 423), Defendants are also lodging an unredacted copy of this document with the Court. Good  
23 cause exists to place Exhibit 4 under seal because this document has not yet been filed (either  
24 publicly or under seal) in the Eastern District of New York. Rather, it has been served on all of  
25 the relevant parties in the MDL 1720 Action. I am informed and believe that Exhibit 4 may  
26 include the confidential information of multiple parties in the MDL 1720 Action. I am further  
27 informed and believe that the parties in that action are also in the process of proposing redactions  
28 to those portions of the proposed Third Amended Complaint that contain information that will be



**CIVIL LOCAL RULE 5-1(i)(3) ATTESTATION**

I, Kenneth A. Gallo, am the ECF user whose ID and password are being used to file the above Declaration of Michelle K. Parikh in Support of Defendants Mastercard and Visa's Administrative Motion to File Documents Under Seal. In compliance with Civil Local Rule 5-1(i)(3), I hereby attest that Michelle Parikh has concurred in this filing.

PAUL, WEISS, RIFKIND, WHARTON &  
GARRISON LLP

By: /s/Kenneth A. Gallo  
Kenneth A. Gallo

Attorneys for Defendant MASTERCARD  
INTERNATIONAL INCORPORATED